

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re : Chapter 11
:
W.R. Grace & Co., et al : Case No. 01-01139 JKF
: (Jointly Administered)
Debtors.

STIPULATION

The undersigned parties, by and through counsel, having met and conferred, and hereby stipulate and agree for the purposes of Phase II of the Confirmation Hearing to the following:

1. Attached at Exhibit A hereto is the *Declaration of Kevin A. Martin With Respect to Ballots Tabulated From Parties Residing in Libby or Troy, Montana, Regarding Vote on First Amended Joint Plan of Reorganization and Exhibit 1 thereto (taken together, the "Martin Report").*¹
2. The Debtors will not object to the admissibility of the Martin Report for the limited purpose of establishing that persons identified on Exhibit 1 thereto have voted to reject the Plan.
3. The parties reserve all other rights, including the right to object to the use of the Martin Report for any other purpose in these chapter 11 cases other than the limited purpose described in ¶ 2 above.

¹ The Martin Report summarizes the votes of Master Ballots cast by certain firm that have appeared on behalf of Libby claimants in Class 6 and individual ballots of certain persons who indicated on their ballots that they reside in Libby or Troy, Montana for whom the law firms did not vote.

IT IS SO STIPULATED.

Dated: September 16, 2009

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IT IS SO STIPULATED.

Dated: September 16, 2009

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